

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6581

GEORGE W. ROTHSCHILD
Vice President, General Counsel & Secret

December 7, 1977

Secretary of the Interstate
Commerce Commission
Washington, D.C.

RECORDATION NO. 7145 Filed & Recorded

DEC 12 1977 - 10 15 AM

7-346A023

DEC 12 1977

Re: General American Transportation
Corporation Equipment Trust
Series 70

INTERSTATE COMMERCE COMMISSION

Date 10-

100 W. W. M. D. C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of December 15, 1975, deleting a portion of the railroad cars covered by a Trust Agreement, and substituting therefor certain other railroad cars, together with our check for \$10.00 to cover the filing and and recordation fees.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on August 31, 1973, under Recordation No. 7145.

The Trust Equipment deleted and substituted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad tank cars of various DOT and AAR classes) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in the Bill of Sale are:

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST
COMPANY OF CHICAGO
231 South La Salle Street
Chicago, Illinois 60693

DEC 12 1977
100 W. W. M. D. C.

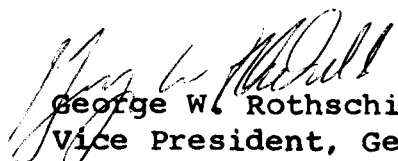
GENERAL AMERICAN TRANSPORTATION CORPORATION

Page Two

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

I am an executive officer of General American Transportation Corporation having knowledge of the matters set forth herein.

Very truly yours,


George W. Rothschild
Vice President, General
Counsel and Secretary

GWR:mlv
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

12/13/77

OFFICE OF THE SECRETARY

General American Transp. Corp.
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

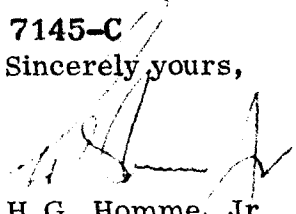
Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 12/12/77 at 10:15am,
and assigned recordation number(s)

7145-C

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 70

RECORDATION NO. 745-C Filed & Recorded

DEC 12 1977-10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF DECEMBER 15, 1975

TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1973

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND
TRUST COMPANY OF CHICAGO

_____, TRUSTEE

AND

GATX CORPORATION

(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of December 15,
1975 by and between Continental Illinois National Bank and
Trust Company of Chicago,
a national banking association, as Trustee, and GATX Corporation
a New York corporation formerly known as General American
Transportation Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of August 15, 1973 (the "Agreement
creating General American Transportation Corporation Equipment
Trust, Series 70, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on August 31, 1973,
Recordation No. 7145; and

WHEREAS, the parties hereto wish to amend Schedule A
to the Agreement;

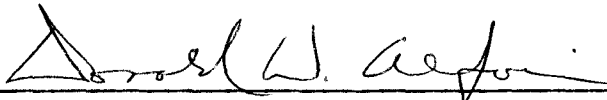
NOW, THEREFORE, the parties hereto agree that Schedule
to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Trust Equipment
described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment
described in Schedule II attached hereto.

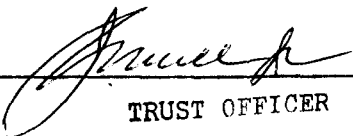
IN WITNESS WHEREOF, the parties hereto have caused
these presents to be signed in their respective corporate

names and their respective corporate seals to be hereunto
affixed, duly attested, as of December 15, 1975.


CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By: 
Vice President

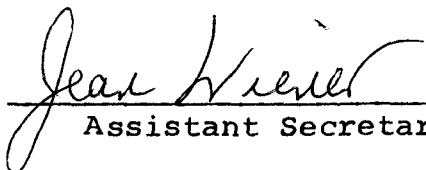
ATTEST:


TRUST OFFICER

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

By: 
Senior Vice President

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) ss.:
COUNTY OF C O O K)

On this 8TH day of October ~~NOVEMBER~~, 1977, before me personally appeared DONALD W. ALFVIN, to me personally known, who, being by me duly sworn, says that he is Vice President of Continental Illinois National Bank and Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said Bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

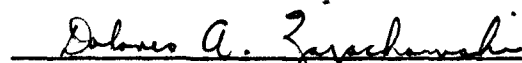

Notary Public

MY COMMISSION EXPIRES APRIL 26, 1980

* * * * *

STATE OF ILLINOIS)
) ss.:
COUNTY OF C O O K)

On this 31st day of October, 1977, before me personally appeared C. E. Coyle, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of GATX CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires Dec. 29, 1977

SCHEDULE I

TO SUPPLEMENTAL AGREEMENT DATED
AS OF December 15, 1975 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
August 15, 1973 (SERIES 70)

(Trust Equipment to be deleted from Schedule A)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	DOT 111A100-W-1	16,000	GATX 13643
1 tank Car	DOT 111A100-W-1	16,000	GATX 42295
1 tank Car	DOT 111A60 -W-1	20,000	GATX 42701
1 tank Car	DOT 111A60 -W-1	20,000	GATX 42711
1 tank Car	DOT 111A60 -W-1	20,000	GATX 42717
1 tank Car	DOT 111A100-W-1	20,000	GATX 42157
1 tank Car	DOT 111A60 -W-1	22,000	GATX 14423
1 tank Car	DOT 111A60 -W-1	22,000	GATX 42002
1 tank Car	DOT 111A60 -W-1	22,000	GATX 42025
1 tank Car	DOT 111A60 -W-1	22,000	GATX 42088
1 tank Car	DOT 111A60 -W-1	22,000	GATX 42092
1 tank Car	DOT 111A60 -W-1	22,000	GATX 42321
1 tank Car	DOT 111A100-W-1	22,000	GATX 13730
1 Dry-Flo Car	LO	5,750 Cu.Ft.	GACX 51076
1 Dry-Flo Car	LO	5,750 Cu.Ft.	GACX 51124

15 Cars

SCHEDULE II

TO SUPPLEMENTAL AGREEMENT DATED
AS OF December 15, 1975 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
August 15, 1973 (SERIES 70)

(Trust Equipment to be added to Schedule A)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	DOT 111A100-W-1	12,500	GATX 47100
1 tank Car	DOT 111A100-W-1	16,000	GATX 47370
1 tank Car	DOT 111A100-W-1	16,000	GATX 47371
1 tank Car	DOT 111A100-W-1	16,000	GATX 47372
1 tank Car	DOT 111A60 -W-1	22,000	GATX 47599
1 tank Car	DOT 105A300-W	25,200	GATX 46874
1 tank Car	DOT 105A300-W	25,200	GATX 46875
1 tank Car	DOT 105A300-W	25,200	GATX 46876
1 tank Car	DOT 105A300-W	25,200	GATX 46878
1 tank Car	DOT 105A300-W	25,200	GATX 46877
1 tank Car	DOT 105A300-W	25,200	GATX 46880
<u>1 Hopper Car</u>	HKS	3,740 Cu. Ft.	GAUX 75001
12 Cars			